

YIP ANGELA  
Form 4  
January 05, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
YIP ANGELA

(Last) (First) (Middle)  
110 W. TAYLOR STREET  
(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SJW CORP [SJW]

3. Date of Earliest Transaction (Month/Day/Year)  
01/03/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive VP of Finance

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 01/03/2011                           |  | A                              |   | 1,893 (1)   | A  | \$ 0 15,021 (2) D                 |
| Common Stock                    | 01/03/2011                           |  | F                              |   | 335 (3)   | D  | \$ 26.4 14,686 (4) D              |
| Common Stock                    | 01/04/2011                           |  | F                              |   | 226 (5)   | D  | \$ 25.71 14,460 (6) D             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| YIP ANGELA<br>110 W. TAYLOR STREET<br>SAN JOSE, CA 95110 |               |           | Executive VP of Finance |       |

## Signatures

/s/ Suzy Papazian Attorney-in-Fact for  
Angela Yip

01/05/2011

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents 1,893 restricted stock units granted to the reporting person under the issuer's Long-Term Incentive Plan. Each restricted stock unit will entitle the reporting person to receive one share of the issuer's common stock when that unit vests. The units will vest in four successive annual installments upon the reporting person's completion of each year of service with the issuer over the four-year period measured from the issue date of the units, subject to accelerated vesting under certain prescribed circumstances.
  - (2) Includes 8,964 shares of Common Stock and 6,057 shares underlying restricted stock units.
  - (3) Represents 335 shares of Common Stock of the issuer withheld by the issuer in satisfaction of the applicable withholding taxes on certain shares of Common Stock that became issuable on January 3, 2011 pursuant to the terms of the January 2, 2008 and January 2, 2009 Restricted Stock Unit Issuance Agreements between the reporting person and the issuer. The issuable shares were previously reported as Table I securities at the time the restricted stock units were granted, and accordingly the issuance of those shares is not a reportable transaction on this Form 4.
  - (4) Includes 9,424 shares of Common Stock and 5,262 shares underlying restricted stock units.
  - (5) Represents 226 shares of Common Stock of the issuer withheld by the issuer in satisfaction of the applicable withholding taxes on certain shares of Common Stock that became issuable on January 4, 2011 pursuant to the terms of the January 4, 2010 Restricted Stock Unit

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Issuance Agreement between the reporting person and the issuer. The issuable shares were previously reported as Table I securities at the time the restricted stock units were granted, and accordingly the issuance of those shares is not a reportable transaction on this Form 4.

(6) Includes 9,735 shares of Common Stock and 4,725 shares underlying restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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